

637160 Ch#25 1/3/08
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TERRY KLEIN, derivatively on behalf
of LSB INDUSTRIES, INC.

Plaintiff,

v.

KENT C. MCCARTHY, JAYHAWK CAPITAL
MANAGEMENT, L.L.C., JAYHAWK
INSTITUTIONAL PARTNERS, L.P.,
JAYHAWK INVESTMENTS, L.P. AND LSB
INDUSTRIES, INC.

Defendants.

Case No. 07 CIV 8710

MOTION TO ADMIT COUNSEL PRO HAC VICE

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for
the Southern and Eastern Districts of New York, I, James R. Eiszner, a member in good standing
of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of

Applicant's Name: Gregory T. Wolf
Firm Name: Shook, Hardy & Bacon L.L.P.
Address: 2555 Grand Blvd.
City/State/Zip: Kansas City, Missouri 64108
Phone Number: 816-474-6550
Fax Number: 816-421-5547

Gregory T. Wolf is a member in good standing of the Bar of the States of Kansas and Missouri.

There are no pending disciplinary proceeding against Gregory T. Wolf in any State or Federal
court.

Dated: January 2, 2008

City, State: Kansas City, Missouri

Respectfully submitted,

Date: January 2, 2008

SHOOK, HARDY & BACON L.L.P.

By: 
James R. Eisner
JE7468

2555 Grand Blvd.
Kansas City, Missouri 64108-2613
Telephone: 816.474.6550
Facsimile 816.421.5547
Attorney for Defendants

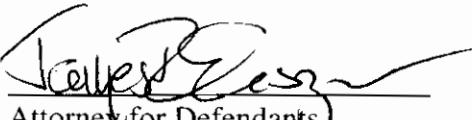
CERTIFICATE OF SERVICE

I hereby certify the foregoing Motion was filed with the Court on this 2nd day of January, 2008, and a copy of the same was sent to the following:

BRAGAR WEXLER & EAGEL PC
885 Third Avenue
New York, New York 10022

OSTRAGER CHONG FLAHERTY & BROITMAN PC
570 Lexington Avenue
New York, New York 10022

Attorneys for Plaintiff



Teller Esq.
Attorney for Defendants

UNITED STATES DISTRICT COURT
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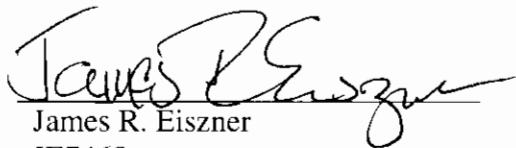
**DECLARATION OF JAMES R. EISZNER IN SUPPORT OF
MOTION TO ADMIT COUNSEL PRO HAC VICE**

James R. Eiszner, under penalty of perjury, hereby declares as follows:

1. I am a Partner at Shook, Hardy & Bacon, L.L.P., counsel for Defendants in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendants' motion to admit Gregory T. Wolf as counsel pro hac vice to represent Defendants in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in May 21, 1979. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Gregory T. Wolf since 1997.
4. Mr. Wolf is a Partner at Shook, Hardy & Bacon, L.L.P.
5. I have found Mr. Wolf to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Gregory T. Wolf, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Gregory T. Wolf, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Gregory T. Wolf, pro hac vice, to represent Defendants in the above captioned matter, be granted.

I declare under penalty of perjury that the foregoing is true and correct. Executed on January 2, 2008, at Kansas City, Missouri.

By: 
James R. Eiszner
JE7468

SHOOK, HARDY & BACON L.L.P.
2555 Grand Blvd.
Kansas City, Missouri 64108-2613
Telephone: 816.474.6550
Facsimile 816.421.5547
Attorney for Defendants

UNITED STATES DISTRICT COURT
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Defendants.

ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION

Upon the motion of attorney for James R. Eiszner attorney for Defendants Kent C. McCarthy,
Jayhawk Capital Management, L.L.C., Jayhawk Institutional Partners, L.P., Jayhawk
Investments, L.P. and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Gregory T. Wolf

Firm Name: Shook, Hardy & Bacon, L.L.P.

Address: 2555 Grand Blvd.

City/State/Zip: Kansas City, Missouri 64108

Telephone/Fax: 816-474-6550/816-421-5547

Email Address: gtwolf@shb.com

is admitted to practice pro hac vice as counsel for Defendants Kent C. McCarthy, Jayhawk
Capital Management, L.L.C., Jayhawk Institutional Partners, L.P., Jayhawk Investments, L.P. in
the above captioned case in the United States District Court for the Southern District of New

York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: January ____ , 2008

City, State: Kansas City, Missouri

United States District/Magistrate Judge

The Supreme Court of Missouri



*Certificate of Admission as an
Attorney at Law*

I, Thomas F. Simon, Clerk of the Supreme Court of Missouri, do hereby certify that the records of this office show that on September 29, 1995,

Gregory Thomas Wolf

was duly admitted and licensed to practice as an Attorney and Counselor at Law in the Supreme Court of Missouri and all courts of record in this state, and is, on the date indicated below, a member in good standing of this Bar.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the seal of the Supreme Court of Missouri at my office in Jefferson City, Missouri, this 18th day of December, 2007.

A handwritten signature in black ink, appearing to read "Thomas F. Simon".

Clerk of the Supreme Court of Missouri

The Supreme Court of Kansas



Certificate of Good Standing

I, **Carol G. Green**, Clerk of the Supreme Court of the State of Kansas, do hereby certify that the Supreme Court of Kansas is the highest court of law, and the court of last resort within the State of Kansas, and has exclusive jurisdiction over and control of the admission of applicants to the bar of this state.

I do further certify that on April 26, 1996,

GREGORY THOMAS WOLF

was duly admitted to practice as an attorney and counselor of the Supreme Court and all other courts of the State of Kansas and is, on the date indicated below, a member in good standing of the Kansas Bar.

ACTIVE STATUS

Witness my hand and the seal of the Supreme Court, hereto affixed at my office in Topeka, Kansas, this 19th day of December, 2007.

Carol G. Green
Clerk of the Supreme Court of Kansas